

BYLAWS OF THE TENNESSEE STUDENT ASSISTANCE CORPORATION

(Adopted by the TSAC Board of Directors on September 28, 2006)

- I. NAME.** The name of the Corporation shall be the Tennessee Student Assistance Corporation.
- II. PRINCIPAL OFFICE.** The principal office of the Corporation shall be maintained in Nashville-Davidson County-Tennessee.
- III. PURPOSE.** The purpose of the Corporation shall be to administer State supported programs of student financial aid in conformity with Acts of the Tennessee General Assembly and applicable Federal laws and regulations and to perform such other duties as may from time to time be required by the General Assembly or the Governor of Tennessee.
- IV. DIRECTORS.**
- A. The Corporation shall be governed by a board of directors as prescribed by the General Assembly.
 - B. Directors authorized to do so by the General Assembly may designate an alternate representative and delegate to the alternate full authority to vote on or participate in any corporate business. Provided, however, that no alternate may serve beyond the term of the designating director. Further provided, that any director who chooses to terminate his designation of an alternate or to designate another individual shall file notices in writing with the chairman of the board of directors, the executive director of the Corporation, and the Secretary of State, at least ten (10) days prior to the next scheduled board meeting.
 - C. Each director shall be entitled to cast one vote on any business coming before the board.
 - D. Directors shall serve without remuneration, but shall be entitled to reimbursement for expenses incurred in attending meetings of the board of directors. Expenses for attending meetings shall be paid in conformity with regulations governing travel expenses of state officials.
- V. OFFICERS.**
- A. The Corporation's officers shall consist of a Chairman, Vice-Chairman, Secretary, and Treasurer, each elected by the directors of the Corporation from among their own number.
 - B. The term of office of all officers shall be one (1) year with elections to be held at the annual meeting. Provided, however, that each officer shall serve until a successor has been duly elected. In the event of an officer's death, resignation, or cessation of membership on the board of directors before the expiration of the term for which he was elected, a special election shall be held at the next board meeting to fill the remaining portion of the unexpired term.
 - C. The Chairman shall preside at all meetings of the board of directors and shall perform such other duties as pertain to the office. The Chairman shall be an ex-officio member of all committees of the Corporation.
 - D. The Vice-Chairman shall, in the absence of the Chairman, preside at meetings of the board of directors and shall perform such other duties as may be required by the Chairman.

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- E. The Secretary shall in the absence of the Chairman and Vice-Chairman preside at meetings of the board of directors. Under the direction of the Secretary, minutes shall be kept of all meetings of the board. Copies of the minutes of each meeting shall be mailed at the direction of the Secretary to the other members of the board promptly after such meeting is held, and the minutes shall be read (unless such reading is waived on motion) and approved at the next succeeding meeting of the board of directors as one of the first items of business.
- F. The board of directors may employ an Executive Director who shall represent the Corporation between board meetings and shall conduct the business of the Corporation in conformity with the Bylaws and the Rules and Regulations established by the board of directors and by applicable Federal and State laws and regulations. The Executive Director shall hire, supervise, and dismiss such other personnel as may be employed by the Corporation, in conformity with the regulations, policies, and procedures of the Tennessee Department of Personnel and budgetary policies of the Tennessee Department of Finance and Administration. The Executive Director is authorized to approve the disbursement of funds for administrative purposes and for program operations. The Executive Director shall endorse all student loan notes insured by the Corporation and is authorized to execute contracts on behalf of the Corporation. The disbursement and contracting functions shall be exercised in conformity with policies and procedures of the Tennessee Department of General Services, the Tennessee Department of Finance and Administration, and applicable acts of the General Assembly. The Executive Director shall be the Corporation's registered agent pursuant to the Tennessee General Corporation Act and shall be so designated and registered with the Secretary of State. The Executive Director shall prepare an annual report of the activities and finances of the Corporation and shall distribute same to members of the board of directors, lenders participating in the programs of the Corporation, and other persons expressing an interest in the Corporation.

VI. MEETINGS.

- A. The board of directors shall meet at least once each fiscal year during the month of September, and may meet at such other times as the Chairman may designate. Notice of meetings shall be in writing and mailed to each member at least ten (10) days prior to the meeting and shall state the date, time, place and subject matter of the meeting.
- B. An agenda for each meeting of the board of directors shall be prepared by the Executive Director with the approval of the Chairman setting forth in outline, each matter of business to be conducted at the meeting. Such agenda shall be mailed to the directors at least ten (10) days before each meeting. Matters not on the agenda can be considered if approved by two-thirds vote of those present.
- C. The Secretary may call a meeting, if said Secretary receives the request in writing of at least three (3) directors to call such meeting on at least five (5) days written notice setting forth the time, place, and purpose of the meeting.
- D. A quorum of the board of directors shall consist of six (6) members. All action of the board shall be by vote of the majority of those members present and voting. No proxies or mail absentee voting shall be permitted.

VII. COMMITTEES. There may be committees of the board appointed by the Chairman from among its members. Such committees shall make recommendations to the board of directors but shall have no power to act upon its behalf.

VIII. PARLIMENTARY AUTHORITY. The rules contained in the most recent edition of Robert's Rules of Order shall govern the activities of the board of directors in all cases to which they are applicable and in

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which they are not inconsistent with these Bylaws, applicable Acts of the Tennessee General Assembly, and any special rules of order the board may choose to adopt.

- IX. AMENDMENT OF BYLAWS.** These Bylaws may be amended when a majority of the board of directors has voted for any proposed changes, additions, or deletions at two successive meetings.